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## GOLDBOND GROUP HOLDINGS LIMITED

### 金榜集團控股有限公司

*(incorporated in Hong Kong with limited liability)*

#### MAJOR TRANSACTION ACQUISITION OF 25% INTEREST IN NANJING CITY PLAZA CONSTRUCTION CO., LTD.

The parties to the S&P Agreement entered into a supplemental agreement on 19 January 2004 to extend the Conditions Fulfillment Date from 31 January 2004 to 28 February 2004.

#### EXTENSION OF CONDITIONS FULFILLMENT DATE

Reference is made to the announcement of the Company dated 3 December 2003 (the "Announcement") and the circular of the Company dated 24 December 2003 (the "Circular") in relation to the acquisition of a 25% interest in Nanjing City Plaza Construction Co., Ltd..

Terms used in this announcement shall have the same meanings as defined in the Announcement and the Circular.

Pursuant to the S&P Agreement, Completion is conditional upon among other things:

- (a) an ordinary resolution at the EGM to approve the Proposed Acquisition by Shareholders have been passed;
- (b) the Open Offer having been fully completed in accordance with its terms;
- (c) the Purchasers being satisfied that due approval has been obtained from the PRC Authorities in relation to the transfer of the Sale Interest from the Vendor to the Purchasers;
- (d) all amendments to the joint venture contract relating to Nanjing City Plaza that are necessary to give effect to the transfer of the Sale Interest or otherwise to confer onto the Purchasers the respective rights and benefits that are enjoyed by the Vendor by virtue of its holding of the Sale Interest in Nanjing City Plaza as at the date of the S&P Agreement having been made;
- (e) all amendments to the articles of Nanjing City Plaza that are necessary to give effect to the transfer of the Sale Interest or otherwise to confer onto the Purchasers the respective rights and benefits that are enjoyed by the Vendor by virtue of its holding of the Sale Interest in Nanjing City Plaza as at the date of the S&P Agreement having been made;
- (f) all consents, approvals, permits and authorisations, that the Company in its absolute discretion may consider necessary pursuant to applicable laws, regulations or rules (including but not limited to the Listing Rules and the Takeovers Code) for the execution, implementation and completion of the S&P Agreement, having been obtained and all such consents, approvals, permits and authorisations not having been revoked or withdrawn at any time up to and including Completion; and
- (g) all consents, approvals, permits and authorisations, that Wah Link in its absolute discretion may consider necessary pursuant to applicable laws, regulations or rules (including but not limited to the Listing Rules and the Takeovers Code) for the execution, implementation and completion of the S&P Agreement, having been obtained and all such consents, approvals, permits and authorisations not having been revoked or withdrawn at any time up to and including Completion.

As at the date of this announcement, the above Conditions (c) to (e) have not been fulfilled, the above Condition (f) has not been fulfilled to the extent that the approval for the listing of and dealing in the Consideration Shares, as well as the relevant approvals from the PRC Authorities for the transfer of the SD Sale Interest from the Vendor to Sino Dynasty have not been obtained, and the above Condition (g) has not been fulfilled to the extent that the approvals from the PRC Authorities for the transfer of the WL Sale Interest from the Vendor to Wah Link has not been obtained. In view of the circumstances, the parties to the S&P Agreement have entered into a further supplemental agreement on 19 January, 2004 to extend the Conditions Fulfillment Date from 31 January, 2004 to 28 February, 2004. Apart from the extension of the Conditions Fulfillment Date as described above, the Company does not have any current intention to agree to waive or amend any of the unfulfilled Conditions.

Save as disclosed herein, all the terms and conditions of the S&P Agreement remain in full force and effect.

By Order of the Board  
**Goldbond Group Holdings Limited**  
**Lam Kwok Wah**  
*Company Secretary*

Hong Kong, 19 January 2004

Please also refer to the published version of this announcement in The Standard dated on 20-1-2004.